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Heng Xin China Holdings Limited
恒芯中國控股有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 8046)

**POLL RESULT OF SPECIAL GENERAL MEETING
HELD ON 25 FEBRUARY 2015**

The Board is pleased to announce that at the SGM held on 25 February 2015, the resolution as set out in the notice of the SGM was duly passed by the Independent Shareholders as an ordinary resolution by way of poll.

Reference is made to the circular of Heng Xin China Holdings Limited (the “**Company**”) dated 5 February 2015 (the “**Circular**”) giving information relating to the proposed grant of the Refreshed General Mandate and giving a notice convening the special general meeting held on 25 February 2015 (the “**SGM**”). Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as in the Circular.

POLL RESULT OF THE SGM

The Board is pleased to announce that at the SGM, the resolution as set out in the notice of the SGM was duly passed by the Independent Shareholders as an ordinary resolution by way of poll.

Union Registrars Limited, the Company’s branch share registrar in Hong Kong, was appointed and acted as the scrutineer for the purpose of vote-taking at the SGM. The poll result is as follow:

Ordinary Resolution	Number of Shares voted (%)	
	For	Against
To grant a refreshed general mandate and authorise the Directors to allot, issue and deal with the Shares of the Company.*	748,546,767 (100%)	0 (0%)

* Full text of the resolution was set out in the notice of the SGM dated 5 February 2015.

As all of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution.

According to Rule 17.42A of the GEM Listing Rules, any controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution to approve the proposed grant of the Refreshed General Mandate. As at the date of the SGM, the Company had no controlling Shareholder and Mr. Xiao Yan, an executive Director and the chief executive officer of the Company, was interested in 2,273,334 Shares, representing approximately 0.06% of the issued share capital of the Company, and Mr. Qiu Bin, an executive Director, was interested in 2,408,000 Shares, representing approximately 0.06% of the issued share capital of the Company. As such, Mr. Xiao Yan and Mr. Qiu Bin, and their respective associates, were required to abstain from voting, and have abstained from voting in favour of the resolution to approve the proposed grant of the Refreshed General Mandate at the SGM.

As at the date of the SGM, the total number of issued Shares was 4,000,190,188 Shares. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolution proposed at the SGM was 3,995,508,854 Shares. Save as disclosed above, none of the other Shareholders were required to abstain from voting at the SGM and there were no Shares entitling the Shareholders to attend and vote only against the resolution at the SGM.

By Order of the Board
HENG XIN CHINA HOLDINGS LIMITED
Xiao Yan
Chief Executive Officer

Hong Kong, 25 February 2015

As at the date of this announcement, the Board comprises Mr. Xiao Yan (Chief Executive Officer), Mr. Li Tao, Mr. Qiu Bin and Mr. Wang Kun as executive Directors; Mr. Xu Lei as non-executive Director; and Mr. Leung Wo Ping JP, Mr. Dong Shi, Mr. Hu Dingdong and Mr. Lei Yong as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website on the “Latest Company Announcement” page for at least 7 days from the date of its posting and on the website of the Company at www.hengxinchina.com.hk.

** For identification purposes only*